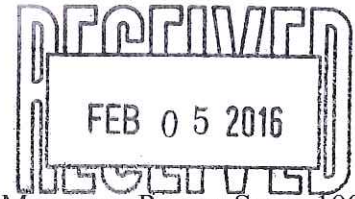


MASS
ALTERNATIVE
CARE



ONE MONARCH PLACE, SUITE 1900

1414 MAIN STREET, SPRINGFIELD, MA 01144-1900

(413) 219-6557

February 5, 2016

Hand Delivered

Town of Amherst Select Board
c/o Alisa Brewer (Chair)
Town Hall
4 Boltwood Avenue
Amherst, MA 01002

RE: Request for Letter of Support/Non Opposition

Dear Ms. Brewer,

Please accept this letter as a formal request for Mass Alternative Care, Inc. (MAC) to appear before you and the other Select Board members to request a letter of support/non opposition for our project to locate an Off-site Medical Marijuana Dispensary (OMMD) at 55 University Drive as defined in the Town's Zoning Bylaw Article 12.32.

Attached is an overview of our organization, a copy of a Letter of Intent (LOI) to enter into a lease agreement with 55 University Drive LLC, and our response to the Massachusetts Department of Public Health *Siting Profile* Application, Section D: Local Compliance.

Please feel free to contact me with any questions regarding MAC and our proposed OMMD as we respectfully request an appropriate time to appear before you.

Cordially yours,

Kevin Collins
President/CEO
Mass Alternative Care, Inc.

Mass Alternative Care, Inc.

Overview

Mass Alternative Care, Inc. ("MAC") is a nonprofit corporation organized under Massachusetts General Laws Chapter 180 and would benefit registered qualifying patients once approved to do so by the Massachusetts Department of Public Health ("DHP"). MAC is dedicated to improving the quality of life of the qualifying patients of the Commonwealth with debilitating medical conditions by providing safe, comfortable, and affordable access to the highest quality medical cannabis therapies.

MAC is currently engaged in DHP's three-phase application process to become a MMTC/OMMD/RMD under 105 CMR 725.000 *et. Seq* and has three (3) license applications pending. All three applications have passed DPH Phase 2 *Management & Operations Profile* review and have been invited to submit the Phase 3 *Siting Profile*. We most recently submitted a *Siting Profile* to locate a dispensary, cultivation & processing facility in the City of Chicopee and respectfully request the opportunity to locate an Off-site Medical Marijuana Dispensary (OMMD) in the Town of Amherst.

The state of the art facility would provide patient consultation, education, and treatment with various high quality medical cannabis therapies in a safe, secure, welcoming environment. The project, if approved, would create between 8-10 full time and 4-6 part-time positions. MAC would be willing to discuss compensating the Town to mitigate any adverse impacts of the project through negotiations of a host community agreement. As MAC would lease its space, it will pay its proportionate share of property taxes on the total premises.

MAC has recently completed the City of Chicopee's extensive five month RFP process that began on July 8th. Our organization was vetted by the City's five-member selection committee that included that city's Treasurer, Building Commissioner, Health Commissioner, Chief of Police, and former Director of Community Development. We were selected to negotiate a Host Community Agreement and ultimately received a letter of support from the Mayor's office.

We have contracted with MJardin Management to produce the highest quality organic medical cannabis at our Chicopee facility. MJardin currently manages over 600,000 square feet of cultivation space nationwide. We also will employ state of the art carbon dioxide extraction technologies to extract the various cannabinoids for development of our diverse menu of alternative medicinal delivery therapies.

Operating Experience:

Members of MAC's board of directors and executive management team are highly experienced non-profit, healthcare, medical marijuana, and business professionals. They have developed and currently operate similar projects in other jurisdictions and are market leaders in their respective States. MAC's business plans incorporate best practices of each facility while meeting or exceeding DPH regulations for operations and security.

Steven White, Chief Operations Officer of MAC, is the Founder and CEO of Harvest of Tempe, an award winning, state-licensed medical marijuana dispensary in Tempe, AZ.

Harvest of Tempe (opened May 2013)

710 West Elliot Road #102

Tempe, AZ 85284

www.harvestoftempe.com

1300 Total Square Feet Dispensary

Employees: 10 full time; 5 part time

Site Security Aspects:

While designing and constructing the Harvest of Tempe dispensary, located in a strip mall on a busy street, Steve worked with the Tempe Police Department to develop many of the physical security measures.

There are a number of exterior adaptations made to ensure safety. On the strip mall exterior, the surrounding walls, and structures, he directed that "No Loitering" signs be placed every thirty feet. While there is a short wall between the busy road and the dispensary limiting the ability of a potential threat from driving a vehicle through the masonry exterior wall of the dispensary, there are still concrete bollards behind the building protecting the rear and decorative concrete planters in front of the suite. Large cameras are strategically placed at each corner of the strip mall with two bracketing the dispensary entrance. The exterior glass is tinted so that it is not easy to see into the dispensary, and it is coated with a film designed to make the glass bullet resistant and keep it from shattering if something were to penetrate it.

To enter the dispensary, customers pass through a magnetically locked door. A greeter/security guard opens the front door from the inside when a patient approaches the front door. Employees are able to access the dispensary with a key fob. When the dispensary is closed, there is a large, black scissor gate inches from the front door and front glass. Once inside, the first thing that a patient or other person sees is a monitor showing their image from one of the cameras. In addition, the lobby has cameras and a motion sensor. To get from the lobby to the medicine dispensing area, patients must show their medical-marijuana patient card and have it verified before an employee uses a key fob to release a magnetic lock for a door separating the lobby and dispensing area. Once a patient passes through that door, he or she is met by a Patient Advisor to discuss the type of medicine needed. In the dispensing area, there are more cameras and motion detectors. The employees that work behind the counter in the secured area are also covered by cameras, and this area is covered by motion detectors when the dispensary is closed with the alarm set. Further, panic buttons when activated results in the security company immediately alerting the local police department, are strategically placed on the counters and in areas not visible to the public.

During non-business hours, all products containing cannabis are stored in a masonry vault with its own footings and metal lid, protected by cameras, motion sensors, vibration detectors, and panic buttons. During business hours, most product is stored and all product is packaged in the vault, which is only accessible with a key fob. All cash is kept in a floor safe with a drop slot inside the vault. Periodically, management meets with the Tempe Police Department to continually reevaluate the dispensary's security measures.

Nicholas Tamborrino, a MAC Board Member, is the Founder and Executive Director of Bluepoint Wellness CT, a state licensed medical marijuana dispensary in Branford, CT. Connecticut's medical marijuana program is one of the Country's most highly regulated and requires all dispensary managers to be state licensed pharmacists. We plan to incorporate this practice in our Amherst facility even though it is not required under DPH regulations.

Bluepoint Wellness CT (opened September 2014)
469 East Main Street
Branford, CT 06405

www.bluepointwellnessct.com
1500 Total Square Feet Dispensary
Employees: 5 full time; 4 part time

Security Overview

Bluepoint has extensive security infrastructure and procedures at its facility. Its storefront is discreetly located in the rear corner of a large commercial building with other tenants. Security alarms and cameras are present at every door and window, with recording occurring both on site and remotely with 30-day backup. Employees are assigned badges and individual security codes. The facility includes a duress alarm and panic buttons are located throughout the space. Management, in consultation with the local police department, established its security and emergency procedures.

Executive Management Team & Board of Directors (Biographies Attached):

Mr. Kevin Collins (President & Chief Executive Officer) Springfield, MA
Current: CEO-Mass Alternative Care, Inc.

Mr. Steven M. White, Esq (Chief Operations Officer) Tempe, AZ
Current: CEO-Harvest of Tempe

Mr. Vincent Cardillo (Chief Financial Officer) Wilbraham, MA
Current: CEO-Dental Management Innovations

Mr. Ronald Campurciani (Chief Security Officer) West Springfield, MA
Current: Chief of Police-West Springfield Police Department

Mr. David Spannaus (Treasurer) Brookfield, CT
Current: CEO-The Atlantic Group CT

Ms. Heather Andresen (Clerk) Longmeadow, MA
Current: Vice President-LSQ Funding

Dr. Ronald Paasch, MD (Board Member) Northampton, MA
Current: Owner-Pioneer Spine & Sports Physicians

Mr. Nicholas Tamborrino, PharmD (Board Member) Fairfield, CT
Current: Executive Director-Bluepoint Wellness CT

Mr. Kevin Collins (President)

Current: CEO-Mass Alternative Care, Inc.

Kevin Collins graduated from Tech High School of Springfield, MA in 1968, and earned a bachelor's degree in economics at American International College. While attending AIC, he was also able to afford time to compete on the college's hockey team. His playing career then transgressed after graduation to the EHL, where Kevin played professionally for the Johnstown Jets from 1972 to 1974.

Kevin continued sharpening his ability to lead and educate with a career in Driving Instruction and later in 1974, transferred his knowledge of evaluation into the Springfield Model Probation Project as a full time Case Manager. By the end in 1977 when he stepped away, Kevin had accumulated and managed a caseload of 75 probationers with weekly, bi-weekly and/or monthly guidance meetings. Along with offering drug and alcohol treatment and counseling sessions, Kevin conducted home visits and family support group meetings, further sharpening his skills in program implementation and setting the stage for his future in leadership roles.

In 1974, Kevin started the "Western New England School of Officiating" in Enfield, Connecticut. At the time, this was the only privately run ice hockey officiating school in the United States. He operated the school for 23 years. Each year, 70 students would go through his school, many going on to work in the professional and eastern college leagues. He has former students still working today at all levels of hockey, including the National Hockey League.

Kevin began his NHL officiating career in September 1977 and spent 28 years working as a linesman. His career total of 1,964 NHL Regular Season games, and 300 Stanley Cup Playoff games, which is first among American born officials and his totals in both categories are among the top ten in NHL history.

In 2004, Kevin stepped out of the skates and into the office as he was selected to be one of five Officiating Managers of the NHL, and the first American to hold this position. This role charged him with the responsibility of overseeing 75 National Hockey League officials, both linesman and referees. Through the monitoring of games and written report submission, Kevin was once again guiding and constructively critiquing individuals for improvement on and off the ice. Classroom oversight during Training Camp emphasizing rules, guidelines, and procedures helped him during evaluations of officials, and ultimately the selection of minor league staff prospects for promotion to NHL level officials. He is also the longest tenured executive board member in the history of the National Hockey League Officials Association, serving 23 years from 1980 - 2002, and the first American to be elected as President, while previously holding every other executive position. During that time, he was the only mainstay on the collective bargaining team negotiating annual employee budget packages of \$60-\$70 million.

Locally, Kevin volunteered countless hours to amateur ice hockey in the Springfield area. For many years, he was involved with the Holy Name Hockey Association and a member of its Board of Directors. Through his NHL contacts, he worked to raise money for amateur ice hockey, and in 2009 and 2010, Kevin coordinated a free two-day officiating workshop run by top NHL and college officials in the New England area, a first of its kind in North America. Kevin brings his passion, leadership, compliance, and team building skills to Mass Alternative Care.

Mr. Steven M. White, Esq (Chief Operations Officer)
Current: CEO-Harvest of Tempe

Steven White brings a wide range of medical marijuana operations experience and policy knowledge to our enterprise. Steve is the President and CEO of Randy Taylor Consulting, a management company for two vertically integrated medical marijuana licenses in Arizona: Verde Dispensary, Inc. (doing business as Harvest of Tempe) and Byers Dispensary, Inc.

As president and CEO, Steve led a group that has again begun to reshape an industry. Harvest of Tempe provides a patient experience unlike any in the industry. By focusing on patients' desires and working with the Tempe Police Department, the city of Tempe, and Arizona Department of Health Services, Harvest has been able to set the standard for a beautiful storefront, patient safety, patient service and education, and consistent and quality medicine. Steve's oversight of these enterprises include the dispensary, two cultivation facilities, one kitchen that produces a line of infused products, and a CO2 extraction operation with associated refining. Specifically, Steve is directly responsible for legal compliance – state and local, quality control, inventory management, employee hiring and training, security, media relations, trade industry representation, and marketing and advertising.

Steve has handled countless media requests for Harvest of Tempe and on behalf of the industry. He has recently started a charitable organization for pediatric cannabis patients, called Harvesting Hope. Harvesting Hope is a 501c3 that was started when Steve learned about a child with a seizure disorder that wasn't aided by brain surgery. Steve offered to supply the child with medicine free of charge for life. When the cannabis treatments worked, many other families approached Steve and the dispensary. At that point, Steve realized that there were many services that these families did not have proper access to, and Harvesting Hope was one of the ways he attempted to remedy the situation. Today, Harvesting Hope is working to bring families of children with seizure disorders the resources they are searching for.

Since 2005, Steve also operates White Berberian PLC, a law firm in Arizona focused on medical marijuana law and policy. He has achieved an AV rating from his peers, representing the highest rating in legal ability and ethics. Steve graduated summa cum laude from Arizona State's Honors College with a degree in political science and minors in Economics and Philosophy and completed law school at Washington and Lee School of Law in Virginia. While in law school, Steve spent two summers working for the National Gambling Impact Study Commission and also worked for the Virginia Attorney General's office.

Mr. Vincent Cardillo (Chief Financial Officer)
Current: CEO-Dental Management Innovations

CFO Vincent Cardillo has worked in the healthcare industry for over 20 years as an entrepreneur and business leader in the dental field. In the course of his career, he has acted as COO and CEO. In his last role, he managed a company with a budget of \$38M, led more than 300 employees, and was responsible for over 32 individual dental offices. Vincent started, partnered or acted in a C-Suite role in three dental groups:

- Start-up, CEO: Owned and operated 6 offices in Massachusetts and Connecticut, \$5m revenue
- Great Expressions, Northeast Regional Vice President: Company grew from 40 to 90 offices and from \$48 to \$100m in 4 years
- DDP, COO/Partner: Owned and operated 32 offices in 3 states, \$38m revenue. Ranked #14 on the 2014 INC 500 list of fastest growing private companies – growth of 12,896%.

Vincent has worked in all areas of medical business operations, including marketing, insurance billing, HR and legal, as well as business and medical compliance, including OSCHA and HIPAA. Vincent has also managed large-scale employee trainings, including customized training packages for each employee experience level, on-the-job instruction, and ongoing testing and evaluations. He has also been responsible for the creation, introduction and monitoring of employee policies, procedures and protocols. These protocols have helped create a flawless record ensuring adherence to HIPAA guidelines and highly effective patient care.

In each of the above companies, Vincent was part of a leadership team that served hundreds to thousands of patients a week. Vincent's experience with patient care has included working to support the operational needs of hundreds of doctors and medical staff. Vincent also prioritizes patient satisfaction and has implemented satisfaction surveys over the years. He believes the operational aspect of a medical facility should adapt to and serve patient needs, and he has utilized the results of these surveys to continuously better the delivery of care.

Vincent is also the founder and leader of Dental Management Innovations, LLC, which provides outsourced C-Suite services to dental groups. The company develops strategic plans, operational systems and infrastructure to support office growth for clients nationally and internationally. DMI's success has led to long term industry relationships and has built trust both in the USA and Internationally. 100% of clients that have been engaged for 12 months or more have reached all-time highs in production, collection and/or profit levels. Vincent is also a speaker at national conferences as an operations and operational finance expert.

The dental industry is ideally parallel to the medical marijuana industry in that both provide ongoing care to their patients, serving them routinely over months or years. Both industries require discretion, privacy, and well-trained clinical teams that provide excellent patient care. Based on his 20 years of experience in the medical field, Vincent has a proven track record leading large teams and maintaining high levels of operational efficiency, clinical excellence and financial prudence.

Vincent earned a BA from SUNY Potsdam, an MBA from Clarkson University, and an Executive Degree in Managed Care from University of Connecticut. Vincent also served as President of the Dental Group Management Association (DGMA).

Mr. Ronald Campurciani (Chief Security Officer)

Current: Chief of Police-West Springfield Police Department

Ronald Campurciani has been a police officer for 30 years. Chief Campurciani has had a remarkable career in public safety, and has had many assignments, culminating in his appointment to Chief in 2012.

Chief Campurciani spent over 6 years assigned to a DEA Task Force. During this period, he travelled extensively throughout the United States working in an undercover capacity while investigating organized crime groups, outlaw motorcycle gangs and terrorist organizations.

Chief Campurciani is a graduate of the prestigious FBI National Academy in Quantico, Virginia where he distinguished himself at the National Academy from the class of 275 law enforcement executives comprised of representatives from every state and 24 foreign countries by being named the honor graduate and class spokesperson.

He has been recognized for his involvement in developing exceptional safety and security plans for the gaming industry, financial institutions, educational facilities, and healthcare organizations over the past 15 years. In 2013, Chief Campurciani was intimately involved with the security design of the planned Hard Rock New England Casino slated for West Springfield. This included working with executives on a site plan featuring secure armored truck traffic, designing surveillance systems, and planning a fully integrated police sub-station on the grounds of the casino. This was a first for the Hard Rock Corporation.

Chief Campurciani spent 10 years assigned as the Lead Staff Instructor at the Regional Police Academy in Springfield, Massachusetts. He has served, and continues to serve as an Adjunct Professor in Criminal Justice. He has taught at Bay Path University, Post University in Waterbury, Connecticut and Western New England University. His areas of expertise are criminal investigations, infrastructure protection, organizational design, and target hardening.

He holds a Bachelor and a Master's Degree in Criminal Justice from Western New England University.

Mr. David Spannaus (Treasurer)
Current: CEO-The Atlantic Group CT

David Spannaus is a results-driven individual who is a partner in The Atlantic Group, an organization with offices in New York City, Wilton, Connecticut and Los Angeles, California. This organization employs close to eighty people in the contract furniture field and has grown from \$0 to \$12 million over the past 8 years under Dave's leadership. Dave has been responsible to both start-up and turn-around companies and has managed every aspect of these organizations including sales, marketing, finance, and operations.

Originally from Westchester County, Spannaus understands the value of maintaining a competitive edge; he played hockey at Elmira College, was on a national championship team in 1980, and continues to referee professional ice hockey today.

Following graduation, Spannaus worked in the furniture industry, serving Westchester and Fairfield Counties from 1983-90. That year he moved to North Carolina to manage various dealers and coordinate a four-state region for Open Plan Systems, a re-manufacturer of systems products. He quickly earned a reputation as a strong leader and astute salesman. He was recruited by WB Wood in 1997. In a few short years, Spannaus increased the company's Connecticut revenues from \$2 to \$24 million.

In 2005, The Atlantic Group began their expansion into the Connecticut market, Spannaus, who was a formidable competitor, was contacted. After taking a close look at the Atlantic Group's model and early success, he agreed to join the team and has grown the market by focusing closely on corporate national accounts. In the 8 years under Dave's leadership, the Atlantic Group CT has grown from \$0 to \$12 million in sales and now manages an annual operating budget of \$1.8 million.

Spannaus will leverage his organizational skills, sound business leadership, and an understanding of strong financial management to the oversight of the business aspects of Mass Alternative Care.

Ms. Heather Andresen (Clerk)
Current: Vice President-LSQ Funding

Heather Andresen brings fifteen years of financial industry experience to her board position with Mass Alternative Care, including direct lending, business development, and advisory services. As Vice President of Business Development for the Northeast region with LSQ Funding Group, she is responsible for sourcing and arranging financing for start-up and high growth companies.

Prior to LSQ, Heather entered the commercial finance industry as head of business development for the Southeast with FGI Finance. While based in the international Miami, Florida market, Heather assisted both foreign and domestic lower middle market companies with their financing needs. Before FGI, she led business development efforts for Catalyst Financial, a South Florida based FINRA licensed investment banking firm. At Catalyst, she was responsible for sourcing strategic capital and M&A opportunities, working closely with both operating companies and private equity firms. Heather possesses a true passion for assisting small to midsize enterprises obtain essential capital required to achieve their desired growth targets.

Heather graduated cum laude with Bachelors of Science degree from the University of Massachusetts at Amherst.

Dr. Ronald Paasch, MD

Current: Owner-Pioneer Spine & Sports Physicians

Dr. Ronald N. Paasch is a physiatrist with Pioneer Spine and Sports Physicians in West Springfield, MA. He is licensed to practice medicine in Connecticut and Massachusetts.

Dr. Paasch earned a BA in Neurobiology from Cornell University, earned his MD from Rutgers Medical School, and completed his resident in Physical Medicine and Rehabilitation at the UCI Medical Center in Orange, California in 1991. He had a private practice for EMG and PM&R Consultation from 1990-1991 and has been practicing sports and rehabilitation medicine at Pioneer Spine and Sports Physicians since 1991.

Additionally, Dr. Paasch has served as Medical Director and Rehabilitation Director for Orthopedics and Traumatic Brain Injuries the Day Rehab Program at Carr Center - Rehab West from 1992 to 1996. He has presented as an expert on Spasticity Management and Treatment and has served as a Faculty Lecturer and Clinical Instructor Oratec (IDET) at Harvard Medical Center.

Dr. Paasch's business experience includes roles as President/CEO/CFO-Pioneer Spine and Sports Physicians, P.C., since 2000. In addition, he was President/CEO Advanced Medical Group, 2000 to 2006. He has been President of Quality Realty Partners from 1999 to present. He is a Partner in Land Development at Coles Meadow, MA since 1999 and served as a Managing Partner for Building Acquisition in Greenfield, MA in 2001.

Dr. Paasch has received numerous awards and honors including an America's Top Physician Award from 2004-2005, a Best Doctors Award by the Occupational Health Institute in 2006, and an America's Top Physicians award from Consumer Research Council in 2013 and 2014.

Dr. Paasch is a member of the following professional societies: American Academy of PM&R; American Congress of Rehabilitation; American Medical Association; American Running and Fitness Association; National Conditioning and Fitness Association; American Association of Electrodiagnostic Medicine; American Association of Orthopedic Medicine; International Spinal Injection Society; Hampden District Medical Society; Massachusetts Medical Society; Rutgers Medical School Alumni Association; Massachusetts Head Injury Association; American Medical Athletic Association; New England Pain Association; North American Spine Society; Advisor to the National Medical Underwriting Risk Purchasing Group, Inc.; and Olympic Sports Medicine Society.

Dr. Paasch is affiliated with medical facilities including: Rehab West, 14 Chestnut Place, Ludlow, MA, Active Staff; Noble Hospital, 115 W. Silver Street, Westfield, MA; Baystate Medical Center, 759 Chestnut Street, Springfield, MA; Cooley Dickinson Hospital, 30 Locust Street, Northampton, MA, Active Staff; and Mercy Medical Center, 271 Carew Street, Springfield, MA.

Mr. Nicholas Tamborrino, PharmD

Current: Executive Director-Bluepoint Wellness CT

Nick is the founder and executive director at Bluepoint Wellness of CT. He has over 14 years of experience in multiple areas of pharmacy practice with extensive focus in Managed Care, Retail, Healthcare Informatics and Hospital settings. Nick is a dedicated healthcare professional seeking to bring a more standardized and safer approach to cannabinoid therapy in Connecticut. He strives to be a leader in the dispensing of medical cannabis by focusing on patient experience, education, and positive outcomes.

Most recently, Nick worked in the Information Technology Department for Yale New Haven Health System as an analyst. In addition, he has worked as a clinical pharmacist at multiple hospitals throughout Connecticut. For several years, he worked at CVS/Caremark as a Clinical Advisor responsible for Connecticut and New York markets. Nick began his career in the clinical supply operation department at Bristol-Myers Squibb Pharmaceutical Research Institute where he assisted with label compliance matters.

Nick earned his Doctor of Pharmacy degree in 2002 and his Master of Business Administration in 2011, both from the University of Connecticut. He is a member of Connecticut Pharmacists Association and a member of Canadian Consortium for the Investigation of Cannabinoids. Nick also serves as President for the Academy of Medical Marijuana Dispensaries in Connecticut.

Richard J. Kos
Mayor

December 18, 2015

To whom it may concern:

This letter is to confirm that Mass Alternative Care Inc.(MAC) has responded to the City of Chicopee's Request For Proposal (RFP) and submitted an Application for a Registered Marijuana Dispensary (RMD) License. MAC has been fully vetted and received approval from the City's Selection Committee. Negotiations of a Host Community Agreement (HCA) have been initiated, and upon successful completion the City will forward a letter of support to the Massachusetts Department of Public Health.

Very truly yours,



Richard J. Kos

Mayor of Chicopee



LETTER OF INTENT

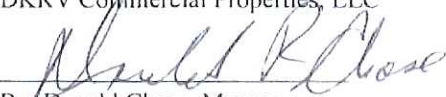
Proposed Commercial Lease Between
55 University Drive LLC (the "Landlord") and
DKRV Commercial Properties, LLC (the "Tenant")

Leased Premises:	A total of approximately 1,900 square feet of space on the northerly side of the building known as 55 University Drive, Amherst, MA 01002, (the "Premises"), together with the rights to use, in common with other's entitled thereto, the halls ways and stairways necessary for access to the Premises including all attendant office space, parking spaces, bathrooms, and all other fixtures and mechanical components located at the Building.
Lease Term:	Five (5) years with 3 (5) year options, 20 Year renewable -- Tenant affiliate's required State license is renewable annually. Should the State of MA not renew Tenant affiliate's license, Tenant may terminate the Lease Agreement with a buyout to be negotiated.
Assignment -- Subleasing:	Tenant will be allowed to assign or sublet the whole or any part of the Premises.
Base Rent:	Years 1-5 \$28.00 per square foot. Base rent to increase 10% per five (5) year term.
Tenant Improvement Contribution:	\$0.00
Additional Rent:	Tenant shall pay its proportionate share of all operating expenses attributable to the Building and Premises, including insurance and common area maintenance expenses. In the event that the Tenant's use causes an increase in insurance, Tenant shall pay any increase.
Real Estate Taxes:	The Tenant will pay its proportionate share of amounts required to be paid by the Landlord attributable to the Building and Premises
Security Deposit:	Two months of base rent payable upon Lease execution. The issue of a Guaranty to be decided at the signing of the Lease based upon the relative and sufficient net worth of the Tenant.
Utilities:	The Tenant shall pay the cost of all utilities used or consumed in connection with the use and occupancy of the Building.

Lease Commencement:	The Lease shall commence on September 1, 2016. Tenant shall have the right to terminate the Lease Agreement should its affiliate, Mass Alternative Care, Inc. (MAC), be unsuccessful in obtaining the necessary licenses issued by the Department of Public Health and Town of Amherst to conduct its business. (Anticipated timing to be no later than November 30, 2016). In the event the necessary licenses are not received the Lease will be of no force or effect and Landlord shall retain Tenant's security deposit.
Rent Commencement:	The rent shall commence 30 days from the MAC's registration with the Massachusetts Department of Public Health pursuant to 105 CMR 725.100 <i>et seq.</i>
Building Improvements	The Tenant shall build-out the Building in accordance with plans supplied to the Landlord.
Building Delivery	Upon commencement of the lease the Landlord shall deliver the Building in a broom clean and environmentally clean condition. Additionally, Landlord shall deliver all mechanicals in proper working order. Landlord shall separately meter all utilities to the premises to include water, sewer, electricity and gas. Landlord shall deliver the premises with two bathrooms to code.
Qualifying Conditions	With the exception of Confidentiality, below, This Term Sheet sets forth certain terms. The parties will not be bound until execution of a mutually satisfactory Lease. However, Landlord agrees not to enter into any negotiations or agreement with any other RMD company, RMD applicant, or its affiliates while MAC is engaged in the State's application process and/or while MAC is engaged in the Town of Amherst's selection and/or Special Permit Process.
Confidentiality	Landlord and Tenant agree that these negotiations are confidential in nature and that no party shall disclose the nature or existence of the negotiations without the prior written consent of the other.

TENANT

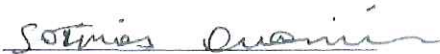
DKRV Commercial Properties, LLC


By: Donald Chase, Manager

Date:

LANDLORD

55 University Drive, LLC


By: Sotirios K. Anamisis, Manager

Date: January 21, 2016

Massachusetts Department of Public Health Siting Profile
Section D: Local Compliance

Describe how the Corporation has ensured, and will continue to ensure, that the proposed RMD is in compliance with local codes, ordinances, and by-laws for the physical address(es) of the RMD.

MAC has diligently reviewed the Town of Amherst Zoning Bylaws including Article 13 and has carefully chosen its location as to comply with all siting and setback requirements while providing easy and convenient access to our patient community. We will incorporate all the Town's local codes, ordinances and bylaws into our operational plans for this location.

Our location at 55 University Drive is located in a BL R&D Zoning district, is comprised of 1900 square feet, and is not located within three hundred (300) feet of any building:

1. containing another MMTC or OMMD open or proposed
2. housing a public or private elementary school, middle school, secondary school, preparatory school, licensed daycare center, or any other facility in which children commonly congregate in an organized ongoing formal basis
3. owned by and operated as part of the campus of any private or public institution of higher learning
4. housing a public library
5. containing any residential use

Additionally, our site is not within, on the same lot as, or on a lot immediately adjacent to a licensed pharmacy; or within buildings that contain any pharmacy, medical doctor offices or the offices of any other professional practitioner authorized to prescribe the use of medical marijuana.

Upon submission of our Phase 3 application to DPH we intend to apply for a change of use and Special Permit from the Zoning Board of Appeals for our use as an Off-site Medical Marijuana Dispensary (OMMD). This use includes dispensing of medical marijuana therapies in various forms, as well as, patient consultation and education. No product will be consumed, cultivated or processed on site and steps will be taken to eliminate odors to adjoining uses and property. All activities will take place inside the premises and shall not be visible from the exterior of the business. Signage will be compliant with both the Town's bylaw and DPH regulations.